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MEMO ENDORSED

March 3, 2015

VIA ECF

Honorable Valerie E. Caproni
United States District Judge
United States District Court
Southern District of New York
40 Foley Square
New York, NY 10007

Re: *UPT Pool Ltd. v. Dynamic Oil Trading (Singapore) Pte. Ltd. et al.*, No. 14-cv-09262;

Hapag-Lloyd Aktiengesellschaft v. O.W. Bunker North America et al., 15-cv-00190

Dear Judge Caproni:

We represent ING Bank N.V. (“ING Bank” or the “Bank”) in the above-referenced matters. We write to memorialize the agreement reached between ING Bank and defendants O.W. Bunker North America, Inc., O.W. Bunker Holding North America, Inc., and O.W. Bunker USA Inc. (the “Debtors”) to adjourn ING Bank’s time to respond to the cross-claims asserted in the answers filed by Debtors in (1) the *UPT Pool* action (Doc. No. 37 in Case No. 14-cv-09262) and (2) the *Hapag-Lloyd v. O.W. Bunker* action (Doc. No. 18 in Case No. 15-cv-00190), to and including March 31, 2015.¹

As Your Honor is aware, the Debtors are proceeding with a Chapter 11 bankruptcy pending in the U.S. Bankruptcy Court for the District of Connecticut (Case No. 14-51720). In addition, ING Bank and the Debtors are party to a related adversary proceeding, *O.W. Bunker Holding North America Inc. v. ING Bank* (Adv. Proc. No. 14-05063), pending in that court concerning, *inter alia*, the parties’ relative rights to receivables owed by customers to contract suppliers such as the Debtors.

¹ O.W. Bunker Holding North America Inc. is not a named defendant in the *Hapag-Lloyd* action referenced above; as such only Debtors O.W. Bunker North America, Inc. and O.W. Bunker USA, Inc. filed a cross-claim against ING Bank in Case No. 15-cv-00190.

Hon. Valerie E. Caproni
March 3, 2015
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Pursuant to the Second Stipulation and Order Extending Response Date and Time for Submission of Pretrial Order (the "Stipulation"), the Plaintiffs and ING Bank agreed that ING Bank's time to respond to any cross-claims made by the Debtors against ING Bank in the above-referenced proceedings shall be extended to and including March 31, 2015. The Stipulation is attached hereto as Exhibit A.

In light of the Stipulation, ING Bank respectfully requests this Court recognize and enter on the record in these cases the extension of ING Bank's time to respond to the cross-claims made by the Debtors against ING Bank in the above-referenced matters to and including March 31, 2015. *See* Stipulation at 2. The Debtors do not oppose ING Bank's request.

Respectfully submitted,


Bruce G. Paulsen

Enclosure

cc: All counsel of record (via ECF)

SK 28644 0001 6393886

Application GRANTED. ING Bank's deadline to respond to the cross-claims asserted by the Debtors in the above-referenced cases shall be extended to March 31, 2015.

SO ORDERED.



HON. VALERIE CAPRONI
UNITED STATES DISTRICT JUDGE

Date: 3/06/2015

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF CONNECTICUT
BRIDGEPORT

| | | |
|--|---|--------------------------|
| <hr style="border: 0.5px solid black; margin-bottom: 5px;"/> IN RE: | : | Chapter 11 |
| O. W. Bunker Holding North American Inc., et al. ¹ | : | CASE NO. 14-51720 (AHWS) |
| <div style="text-align: center; margin-top: 10px;">DEBTOR,</div> <hr style="border: 0.5px solid black; margin-top: 5px;"/> O.W. BUNKER HOLDING NORTH AMERICA INC., O.W. BUNKER NORTH AMERICA INC., AND O.W. BUNKER USA INC. | : | Jointly Administered |
| <div style="text-align: center; margin-top: 10px;">Plaintiffs,</div> | : | Adv. Proc. No. 14-05063 |
| <div style="text-align: center; margin-top: 10px;">v.</div> | : | |
| ING BANK, N.V., as Security Agent | : | |
| <div style="text-align: center; margin-top: 10px;">Defendant</div> <hr style="border: 0.5px solid black; margin-top: 5px;"/> | : | |

**SECOND STIPULATION AND ORDER EXTENDING RESPONSE DATE AND
TIME FOR SUBMISSION OF PRETRIAL ORDER**

O.W. Bunker Holding North America Inc., O.W. Bunker North America, Inc., and O.W. Bunker USA Inc. (hereafter collectively "Bunker" or "Plaintiffs") and ING Bank, N.V., as Security Agent (hereafter "ING" or "Defendant"), by and through their undersigned counsel, hereby submit this Stipulation in the above-captioned Adversary Proceeding providing for an extension of time to respond to the Complaint and to submit a Pretrial Order (hereafter "PTO"), in this Adversary Proceeding upon the terms set forth below:

¹ The last four digits of the Debtors' taxpayer identification numbers follow in parentheses: O.W. Bunker Holding North American Inc. (7474), O.W. Bunker North America Inc. (7158) and O.W. Bunker USA Inc. (3556). The Debtors' address is 281 Tresser Blvd., 2 Stamford Plaza, 15th Floor, Stamford, CT 06901.

WHEREAS, Plaintiffs filed Chapter 11 petitions for relief afforded by 11 U.S.C. §§ 1101, *et seq.*, in this Court on November 13, 2014; and

WHEREAS, on November 25, 2014, Plaintiffs commenced the above-captioned Adversary Proceeding against Defendant; and

WHEREAS, pursuant to a Stipulation and Order Extending Response Date and Time for Submission of Pretrial Order dated January 12, 2015, Defendant's response to the Complaint is due on February 11, 2015, and the submission of a PTO by Plaintiffs and Defendant is due on February 12, 2015.

WHEREAS the Plaintiffs and ING have agreed that the dates by which ING must file responsive pleadings to any cross-claims made by the Plaintiffs in any other proceedings (based on the allegations in the Complaint) ("Ancillary Proceedings"), including but not limited to the following cases before the United States District Court for the Southern District of New York: 14-cv-09262 *UPT Pool Ltd. v. Dyanmic Oil Trading (Singapore) Pte. Ltd. et al* , and 15-cv-00190 *Hapag-Lloyd Aktiengesellschaft v. O.W. Bunker North America et al.*, shall be extended to and including March 31, 2015. The parties further agree that nothing in this agreement shall limit or prejudice in any way the rights, arguments, and defenses of the parties in the Ancillary Proceedings.

NOW, THEREFORE, Plaintiffs and Defendant agree to extensions of time for (i) ING's responsive pleading and (ii) the submission by the parties of a PTO in this Adversary Proceeding while they seek to resolve certain other matters in the pending Chapter 11 case, and to further avoid unnecessary time, expense and costs, therefore stipulate as follows:

1. The date by which ING must file a responsive pleading to the Complaint is hereby extended to March 31, 2015.

2. The date by which both Plaintiffs and Defendant shall submit a PTO is hereby extended to April 1, 2015.

3. The extended deadlines in Paragraphs 1 and 2 above can be further extended by mutual written agreement of the parties to be submitted to the Court via a stipulation to be So Ordered by the Court.

4. The parties will work together to prepare appropriate documentation reflecting the relevant terms of this stipulation and order, or such additional or other terms as may be agreed of the parties, for submission, as appropriate, in the Ancillary Proceedings.

Dated this 13th day of February, 2015.

ING, BANK N.V., AS SECURITY AGENT

O.W. BUNKER HOLDING NORTH
AMERICA INC.,
O.W. BUNKER NORTH AMERICA INC.,
O.W. BUNKER USA INC.

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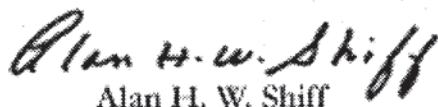
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SO ORDERED:

DATED: FEBRUARY 19, 2015

BY THE COURT


Alan H. W. Shiff
United States Bankruptcy Judge

CERTIFICATION

This is to certify that on the 13th day of February, 2015, a copy of the foregoing was electronically filed and served by electronic mail to parties to this Adversary Proceeding. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF system.

/s/ Craig I. Lifland
Craig I. Lifland